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Co-Counsel to Apex Digital Inc. and THQ, Inc.

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
Richmond Division**

In Re:

CIRCUIT CITY STORES, INC., et al.,

Debtors.

Case No. 08-35653 (KRH)

Chapter 11

Jointly Administered

**VERIFIED STATEMENT PURSUANT TO RULE 2019
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

I, Joshua D. McKarcher, declare and state as follows pursuant to Federal Rule of Bankruptcy Procedure 2019:

1. I am an active member of the Virginia State Bar and am admitted to practice before this Court. I am an associate of Covington & Burling LLP (“Covington”), a law firm which maintains offices at 1201 Pennsylvania Avenue, N.W., Washington, D.C. 20004.

2. Covington represents the following parties in interest in the above-captioned cases:

a. Apex Digital Inc. (“Apex”), 301 Brea Canyon Road, Walnut, California 91789. Pursuant to 11 U.S.C. § 503(b)(9), Apex has sought payment of \$1,490,630.40 in administrative expenses (request number 732). Apex has also filed a prepetition general unsecured claim for \$861,652.40 (claim number 6790), and an administrative priority, post-petition request in the amount of \$1,112,205.50 (request number 13005). Requests numbered 732 and 13005 were previously assigned to Hain Capital Group, LLC by Apex, but Apex retains the duty to defend.

b. THQ, Inc. (“THQ”), 29903 Agoura Road, Agoura Hills, California 91301. Pursuant to 11 U.S.C. § 503(b)(9), THQ has sought payment of \$514,159.08 in administrative expenses (request number 747). THQ filed a prepetition claim totaling \$2,040,918.98 (claim number 5836). Request number 747 was previously assigned to Hain Capital Group, LLC by THQ, but THQ retains the duty to defend.

3. The Debtors, by their Fifty-First Omnibus Objection [Doc. 5214] (the “Objection”), seek to temporarily disallow Apex’s and THQ’s requests for payment of the administrative expenses to the extent of alleged preferential transfers received by each party. Apex and THQ jointly retained Covington in November 2009 to represent them with respect to responding to the Objection.

4. Covington does not hold any claim against, or interest in, any of the Debtors.

5. I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on: November 9, 2009

/s/ Joshua D. McKarcher
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CERTIFICATE OF SERVICE

I hereby certify that a true and exact copy of the foregoing Verified Statement Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure was served on November 9, 2009 by electronic means through the Court's ECF system, which in turn will generate an electronic notice of filing to all parties registered to receive electronic notice from the Court.

Dated: November 9, 2009

/s/ Joshua D. McKarcher

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